

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

Notice of Grant of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Neighborcare Pharmacy Services, Inc.	Vitalink Pharmacy Services, Inc.	12/01/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Wachovia Bank, National Association, as Administrative Agent
Street Address:	201 S. College Street
Internal Address:	CP-8
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28288-0680
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	2371955	
Registration Number:	2312939	VITALINK
Registration Number:	2156115	VITALINK
Registration Number:	2144011	VITALINK
Registration Number:	1820843	VITALINK
Registration Number:	1816479	VITALINK

CORRESPONDENCE DATA

Fax Number: (919)286-8199

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 919 286-8122

Email: PTO_TMconfirmation@mvalaw.com

Correspondent Name: Moore & Van Allen PLLC

Address Line 1: 2200 West Main Street

Address Line 2: Suite 800

Address Line 4: Durham, NORTH CAROLINA 27705

TRADEMARK

900004939

REEL: 002787 FRAME: 0785

OP \$165.00 2371955

ATTORNEY DOCKET NUMBER:

512485.1183

NAME OF SUBMITTER:

Steven D. Thomas

Total Attachments: 4

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of December 1, 2003 (as the same may be amended, modified, extended or restated from time to time the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Wachovia Bank, National Association, as Administrative Agent (the "Administrative Agent") for the lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
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See Attached Schedule A

TRADEMARK APPLICATIONS

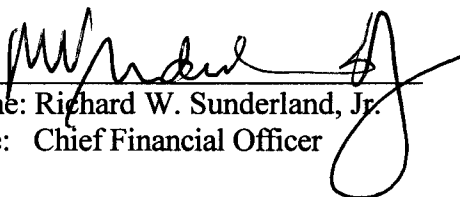
<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
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See Attached Schedule A

The Obligor and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

NEIGHBORCARE PHARMACY SERVICES,
INC.
(f/k/a Vitalink Pharmacy Services, Inc.)

By: 
Name: Richard W. Sunderland, Jr.
Title: Chief Financial Officer

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By: _____
Name: _____
Title: _____

The Obligor and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

NEIGHBORCARE PHARMACY SERVICES,
INC.
(f/k/a Vitalink Pharmacy Services, Inc.)

By: _____
Name: Richard W. Sunderland, Jr.
Title: Chief Financial Officer

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By: Richard M. Schmeissel
Name: Richard M. Schmeissel
Title: Director

Schedule A

**Vitalink Pharmacy Services, Inc.
(Delaware Corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
Miscellaneous Design	2371955	8/1/00
VITALINK and Design	2312939	2/1/00
VITALINK (Stylized)	2156115	5/12/98
VITALINK	2144011	3/17/98
VITALINK (Stylized)	1820843	2/8/94
VITALINK	1816479	1/11/94